

WC - 05-187

FILE STAMP & RETURN

SWIDLER BERLIN LLP

DOCKET FILE COPY ORIGINAL

The Washington Harbour
3000 K Street, N.W., Suite 300
Washington, D.C. 20007-5116
Phone 202.424.7500
Fax 202.424.7647
www.swidlaw.com

April 25, 2005

VIA SAME DAY COURIER

Marlene H. Dortch, Secretary
Federal Communications Commission
Wireline Competition Bureau – CPD – 214 Appls.
P.O. Box 358145
Pittsburgh, PA 15251-5145

SECTION

APR 25 2005

DOCKET FILE COPY ORIGINAL

Re: Application of Universal Access, Inc. and Vanco Direct USA, LLC for Section 214
Authority to Transfer Assets of an Authorized Domestic Carrier

Dear Ms. Dortch:

Universal Access, Inc. ("Debtor") and Vanco Direct USA, LLC ("Vanco," together with Debtor, the "Applicants"), hereby wish to file their Application for Consent to Transfer Control of the Domestic 214 Authority of Debtor to Vanco.

Enclosed please find an original and six (6) copies of the Section 214 Application. Also enclosed is a completed Fee Remittance Form 159 and a check in the amount of \$895.00 to cover the Commission's filing fees. Please direct any questions regarding this filing to the undersigned.

Respectfully submitted,



Russell M. Blau
Douglas D. Orvis II

Counsel for Applicants

Enclosure

READ INSTRUCTIONS CAREFULLY
BEFORE PROCEEDING

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE

Approved by OMB
3060-0589
Page 1 of 1

(1) LOCK BOX # 358115		SPECIAL USE ONLY	
		FCC USE ONLY	
SECTION A - PAYER INFORMATION			
(2) PAYER NAME (if paying by credit card enter name exactly as it appears on the card) Nowalsky, Bronston & Gothard, APLLC		(3) TOTAL AMOUNT PAID (U.S. Dollars and cents) \$895.00	
(4) STREET ADDRESS LINE NO. 1 3500 N. Causeway Blvd. #1442			
(5) STREET ADDRESS LINE NO. 2			
(6) CITY Metairie		(7) STATE LA	(8) ZIP CODE 70002
(9) DAYTIME TELEPHONE NUMBER (include area code) (504) 832-1984		(10) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(11) PAYER (FRN) 0005659958		(12) FCC USE ONLY	
IF MORE THAN ONE APPLICANT, USE CONTINUATION SHEETS (FORM 159-C) COMPLETE SECTION BELOW FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(13) APPLICANT NAME Vanco Direct USA, LLC			
(14) STREET ADDRESS LINE NO. 1 1420 Kensington Road, Suite 103			
(15) STREET ADDRESS LINE NO. 2			
(16) CITY Oak Brook		(17) STATE IL	(18) ZIP CODE 60523
(19) DAYTIME TELEPHONE NUMBER (include area code) (630) 218-5890		(20) COUNTRY CODE (if not in U.S.A.)	
FCC REGISTRATION NUMBER (FRN) REQUIRED			
(21) APPLICANT (FRN) 0013207790		(22) FCC USE ONLY	
COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET			
(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE CW	(25A) QUANTITY 1	
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE \$ 895.00	FCC USE ONLY	
(28A) FCC CODE 1		(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY	
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY	
(28B) FCC CODE 1		(29B) FCC CODE 2	
SECTION D - CERTIFICATION			
CERTIFICATION STATEMENT I, ELLEN ANN SANDS , certify under penalty of perjury that the foregoing and supporting information is true and correct to the best of my knowledge, information and belief.			
SIGNATURE Ellen Ann Sands		DATE 4-21-05	
SECTION E - CREDIT CARD PAYMENT INFORMATION			
MASTERCARD _____ VISA _____ AMEX _____ DISCOVER _____			
ACCOUNT NUMBER _____		EXPIRATION DATE _____	
I hereby authorize the FCC to charge my credit card for the service(s)/authorization herein described.			
SIGNATURE _____		DATE _____	

SEE PUBLIC BURDEN ON REVERSE

FCC FORM 159

FEBRUARY 2003 (REVISED)

FEDERAL COMMUNICATIONS COMMISSION
REMITTANCE ADVICE (CONTINUATION SHEET)
Page No. ___ of ___

SPECIAL USE

FCC USE ONLY

USE THIS SECTION ONLY FOR EACH ADDITIONAL APPLICANT
SECTION BB - ADDITIONAL APPLICANT INFORMATION

(13) APPLICANT NAME

Universal Access, Inc.. Debtor-in-Possession

(14) STREET ADDRESS LINE NO. 1

200 S. Wacker Drive, Suite 1200

(15) STREET ADDRESS LINE NO. 2

(16) CITY

Chicago

(17) STATE

IL

(18) ZIP CODE

60606

(19) DAYTIME TELEPHONE NUMBER (include area code)

(312) 660-1290

(20) COUNTRY CODE (if not in U.S.A.)

FCC REGISTRATION NUMBER (FRN) REQUIRED

(21) APPLICANT (FRN)

0008904583

(22) FCC USE ONLY

COMPLETE SECTION C FOR EACH SERVICE, IF MORE BOXES ARE NEEDED, USE CONTINUATION SHEET

(23A) CALL SIGN/OTHER ID	(24A) PAYMENT TYPE CODE	(25A) QUANTITY
(26A) FEE DUE FOR (PTC)	(27A) TOTAL FEE	FCC USE ONLY
(28A) FCC CODE 1	(29A) FCC CODE 2	
(23B) CALL SIGN/OTHER ID	(24B) PAYMENT TYPE CODE	(25B) QUANTITY
(26B) FEE DUE FOR (PTC)	(27B) TOTAL FEE	FCC USE ONLY
(28B) FCC CODE 1	(29B) FCC CODE 2	
(23C) CALL SIGN/OTHER ID	(24C) PAYMENT TYPE CODE	(25C) QUANTITY
(26C) FEE DUE FOR (PTC)	(27C) TOTAL FEE	FCC USE ONLY
(28C) FCC CODE 1	(29C) FCC CODE 2	
(23D) CALL SIGN/OTHER ID	(24D) PAYMENT TYPE CODE	(25D) QUANTITY
(26D) FEE DUE FOR (PTC)	(27D) TOTAL FEE	FCC USE ONLY
(28D) FCC CODE 1	(29D) FCC CODE 2	
(23E) CALL SIGN/OTHER ID	(24E) PAYMENT TYPE CODE	(25E) QUANTITY
(26E) FEE DUE FOR (PTC)	(27E) TOTAL FEE	FCC USE ONLY
(28E) FCC CODE 1	(29E) FCC CODE 2	
(23F) CALL SIGN/OTHER ID	(24F) PAYMENT TYPE CODE	(25F) QUANTITY
(26F) FEE DUE FOR (PTC)	(27F) TOTAL FEE	FCC USE ONLY
(28F) FCC CODE 1	(29F) FCC CODE 2	

**BEFORE THE
Federal Communications Commission
WASHINGTON, D.C. 20554**

In the Matter of)
)
)

Universal Access, Inc., Debtor-in-Possession)
and Vanco Direct USA, LLC)
)

Application Pursuant to Section 214 of the)
Communications Act of 1934 and Section)
63.04 of the Commission's Rules for Consent)
to Transfer Control of the Domestic 214)
Authority of Universal Access, Inc., Debtor-in-)
Possession, to Vanco Direct USA, LLC)
)

File No.

To: The Commission
Attention: Wireline Competition Bureau

APPLICATION FOR CONSENT TO TRANSFER CONTROL
OF THE DOMESTIC 214 AUTHORITY OF UNIVERSAL ACCESS, INC.,
DEBTOR-IN-POSSESSION, TO VANCO DIRECT USA, LLC

I. Introduction

A. Summary of Transaction

Pursuant to section 214 of the Communications Act of 1934, as amended, and sections 63.01 through 63.04 of the Commission's Rules, Universal Access, Inc., Debtor-in-Possession ("UAI"), by its attorneys, hereby seek consent to transfer the control of UAI's domestic authorization to Vanco Direct USA, LLC ("Vanco") (collectively, "Applicants"). UAI and Vanco hold blanket authority to provide domestic telecommunications services.

Applicants request approval of the transfer of control pursuant to an Asset Purchase Agreement (the "Agreement"). Under the Agreement, Vanco will acquire substantially all of the assets of UAI, including but not limited to UAI's customer accounts, subject to the approval of the United States Bankruptcy Court for the Northern District of Illinois, Eastern Division (the "Court") in the matter entitled In Re: Universal Access Global Holdings, Inc., *et al.*, Case No. 04 B 28747 (Jointly Administered) (the "Acquisition"). A copy of the Order of the Bankruptcy Court authorizing the sale will be filed with the Commission upon issuance.

B. Application Eligible for Streamlined Processing

Applicants respectfully submit that this Application is eligible for streamlined processing pursuant to Section 63.03 of the Commission's Rules, 47 C.F.R. § 63.03. This Application is eligible for streamlined processing pursuant to Section 63.03(b)(2)(i) because, immediately following the transaction, Vanco will hold less than a ten percent (10%) share of the interstate, interexchange market; (2) Vanco will provide local exchange service, if at all, only in areas served by dominant local exchange carriers (none of which are parties to the proposed Transaction; and (3) neither of the Applicants or their affiliates are dominant with respect to any service.

In support of this Application, Applicants provide the following information:

II. Description of the Applicants

A. Vanco

Vanco is a Delaware limited liability company with principal offices located at 1420 Kensington Road, Suite 103, Oak Brook, Illinois 60523.

B. UAI

UAI is a telecommunications carrier authorized to provide telecommunications services by the Federal Communications Commission and the public utility commissions of 46 states and the District of Columbia.

UAI provides telecommunications carriers and Internet service providers with dedicated transport circuits to meet bandwidth demand and cross-connects the networks of various telecommunications carriers. Universal Access, a Delaware corporation, also provides private line and interconnection services.

UAI is a wholly-owned subsidiary of Universal Access Global Holdings, Inc. ("UAXS"). UAXS is a publicly-traded Delaware corporation with principal offices in Chicago, Illinois.

III. Information Required by Section 63.04

- (1) The name, address and telephone number of the transferor and transferee.

Transferor:

Universal Access, Inc., Debtor-in-Possession
200 S. Wacker Drive, Suite 1200
Chicago, Illinois 60606
(312) 660-1290

Transferee:

Vanco Direct USA, LLC
1420 Kensington Road, Suite 103
Oak Brook, Illinois 60523
(630) 218-5890

- (2) The state of incorporation of transferor and transferee.

UAI is a Delaware corporation
Vanco is a Delaware limited liability company

- (3) Correspondence concerning this Application should be addressed to:

EllenAnn G. Sands
Nowalsky, Bronston & Gothard, APLLC
3500 N. Causeway Boulevard, Suite 1442
Metairie, Louisiana 70002
(504) 832-1984 (Telephone)
(504) 831-0892 (Facsimile)
esands@nbglaw.com

and

Russell M. Blau
Swidler Berlin Shereff Friedman, LLP
3000 K Street, NW, Suite 300
Washington, D.C. 20007
(202) 424-7705 (Telephone)
(202) 424-7645 (Facsimile)
rmbrau@swidlaw.com

- (4) Information concerning the ten percent (10%) or greater shareholders of Transferee:

Vanco Direct USA, LLC Shareholder Information

Name: VNO Direct Limited
Address: John Busch House
277 London Road
Isleworth TW 75AX
Citizenship: United Kingdom corporation
Principal Business: Systems integration company
Percent Held: 100% owner

VNO Direct Limited Shareholder Information

Name: Vanco Group Limited
Address: John Busch House
277 London Road
Isleworth TW 75AX
Citizenship: United Kingdom corporation
Principal Business: Systems integration company
Percent Held: 100% owner

Vanco Group Limited Shareholder Information

Name: Vanco PLC
Address: John Busch House
277 London Road
Isleworth TW 75AX
Citizenship: United Kingdom corporation
Principal Business: Holding Company
Percent Held: 100% owner

Vanco PLC Shareholder Information

Vanco PLC is a publicly held UK Company with a majority of shares currently held by:

Name: Edward Allen Timpany
Address: Hazeley House, Hazeley Heath
Hartley Wintney
Basinstoke, Hampshire
RG27 8LT
Citizenship: United Kingdom
Principal Business: Officer of Vanco PLC and Manager
of Vanco Direct USA, LLC
Percent Held: Mr. Timpany and trusts that he controls
own more than 50% of the voting shares
of Vanco PLC. No other individual or
entity owns 10% or more of the voting
shares.

- (5) The Applicants certify that neither the Applicants nor any party to the Application is subject to a denial of Federal benefits that includes FCC benefits pursuant to section 5301 of the Anti-Drug Abuse Act of 1988, 21 U.S.C. § 862.
- (6) Grant of the requested authority will approve consummation of an asset purchase whereby Vanco will acquire substantially all of UAI's assets, as defined in the Agreement. Since August 2004, UAXS, its wholly owned subsidiary UAI, and each of UAI's wholly owned domestic subsidiaries, have been operating under the protection of the United States Bankruptcy Court for the Northern District of Illinois, Eastern Division (the "Bankruptcy Court"). This Agreement is pending approval by the Bankruptcy Court. Vanco will provide service under blanket domestic Section 214 authority pursuant to 47 C.F.R. § 63.01(a). Vanco also has an application for 214 International authority pending and will file a separate application to approve this transaction with the International Bureau.

Applicants respectfully request Commission approval for the transfer of control of UAI to Vanco.

- (7) Both Vanco and UAI are non-dominant carriers that provide interstate private line services throughout the United States.
- (8) This Application is appropriate for streamlined treatment based on Section 63.03 (b)(2)(i). The transaction would result in Vanco having a market share in the interstate, interexchange market of less than 10 percent and Vanco would provide competitive telephone exchange services exclusively in geographic areas served by a dominant local exchange carrier that is not a party to this transaction. Neither Vanco nor UAI is dominant with respect to any service.
- (9) The parties will file a separate application for assignment and consent to the transfer of control of UAI's 214 International authorization with the International Bureau of the FCC.
- (10) Although UAI is not facing imminent business failure, it is operating under Chapter 11 bankruptcy protection, and the Applicants request that this application be approved as soon as possible so that UAI's reorganization can be consummated without undue delay.
- (11) Not applicable.
- (12) Grant of the instant application will serve the public interest, convenience, and necessity. Critical to the Acquisition is the need to ensure the continuation of high quality, uninterrupted service to all customers. The Acquisition will also serve to create a heightened level of operating efficiency which generally will serve to enhance the overall capacity of Vanco to compete in the marketplace and to provide telecommunications services for a greater number of consumers at competitive rates.

V. SUMMARY AND CONCLUSION

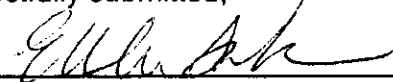
No new construction is involved, and grant of the instant application would not constitute a "major" environmental action pursuant to Section 1.1305 of the Commission's Rules.

In view of the foregoing, the applicants respectfully request that the Commission consent to the Acquisition and the transfer of control to Vanco of UAI and its domestic telecommunications operations.

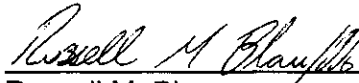
Dated this ____ day of April, 2005.

Respectfully submitted,

By



EllenAnn G. Sands
Nowalsky, Bronston & Gothard
A Professional Limited Liability Company
3500 N. Causeway Boulevard
Suite 1442
Metairie, Louisiana 70002
Telephone: (504) 832-1984
Counsel for Vanco Direct USA, LLC



Russell M. Blau
Swidler Berlin LLP
3000 K Street, NW, Suite 300
Washington, DC 20007
Telephone: (202) 424-7835
Fax: (202) 295-8478
Counsel for Universal Access, Inc.,
Debtor-in-Possession

STATE OF ILLINOIS

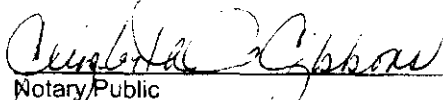
COUNTY OF DU PAGE

VERIFICATION

I, BRIAN REGISTE, am the FINANCIAL CONTROLLER of Vanco Direct USA, LLC, and am authorized to make this verification on its behalf. The statements made in the foregoing Application are true of my own knowledge, except as to those matters which are therein stated on information and belief, and as to those matters I believe them to be true.

By: 
Name: **Brian Registe**
Title: **Financial Controller**

Sworn to and subscribed before me, Notary Public, in and for the State and County named above, this 21 day of April, 2005.


Notary Public

My commission expires:

1-31-2006



STATE OF ILLINOIS

COUNTY OF COOK

VERIFICATION

I, Richard L. Monto, am the Chief Legal Officer of Universal Access, Inc., and am authorized to make this verification on its behalf. The statements made in the foregoing Application are true of my own knowledge, except as to those matters which are therein stated on information and belief, and as to those matters I believe them to be true.

By: Richard L. Monto
Name: Richard L. Monto
Title: Chief Legal Officer

Sworn to and subscribed before me, Notary Public, in and for the State and County named above, this 21st day of April, 2005.

Pamela A. Buchanan
Notary Public

My commission expires: 04/23/2005.

